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AT
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New York, March 21, 1912.

CONSTITUTION

OF THE

AMERICAN INSTITUTE OF ELECTRICAL ENGINEERS

[Incorporated March 16, 1896.]

[Adopted May 13, 1884. Amended December 8, 1885, September 27, 1892, May 15, 1894, March 16, 1896, May 21, 1901, and May 21, 1907.]

ARTICLE I.

1. The name of this association is the AMERICAN INSTITUTE OF ELECTRICAL ENGINEERS.

2. Its objects shall be the advancement of the theory and practice of Electrical Engineering and of the allied Arts and Sciences and the maintenance of a high professional standing among its members. Among the means to this end shall be the holding of meetings for the reading and discussion of professional papers and the publication of such papers, discussions and communications as may seem expedient.

ARTICLE II.

MEMBERSHIP.

3. The membership of the INSTITUTE shall consist of Honorary Members, Members and Associates. Members and Associates shall be equally entitled to all the rights and privileges of the INSTITUTE, excepting that Members only shall be eligible to the offices of President and Vice-President, and shall be entitled to a diploma. Honorary Members shall be entitled to all the rights and privileges of the INSTITUTE, except the right to vote for officers and to hold office.

4. A Member shall be not less than twenty-seven years of age and shall be:

- a. A Professional Electrical Engineer; or
- b. A Professor of Electrical Engineering; or

c. A person who has done important original work of recognized value to electrical science; or

d. A person duly qualified as an engineer in an allied branch of engineering, and who, for a period of two years, has had responsible charge of electrical engineering work and whose professional record indicates that he is competent to design, as well as direct, electrical engineering works.

5. To be eligible to the grade of Member as a professional Electrical Engineer, the applicant shall have been in the active practice of his profession for at least five years; he shall have had responsible charge of work for at least two years, and shall be qualified to design as well as direct electrical engineering works. Graduation from a School of Engineering of recognized standing shall be considered the equivalent of one year's active practice.

6. To be eligible to the grade of Member as Professor of Electrical Engineering, the applicant shall have been in responsible charge of a course of Electrical Engineering at a college or technical school of recognized standing, for a period of at least two years.

7. An Associate shall be a person not less than twenty-one years of age who is interested in, or connected with, the study or application of electricity.

8. Honorary Members may be chosen from among those who have rendered acknowledged eminent service to electrical engineering or its allied sciences.

ARTICLE III.

ADMISSION, TRANSFER AND EXPULSION OF MEMBERS.

9. Honorary Members shall be proposed in writing by at least ten Members, and may be elected only by the unanimous vote of the Board of Directors, a ballot in writing to be forwarded by members absent from the Directors' meeting. The election of an Honorary Member shall be deemed invalid if an acceptance is not received within six months after the date of his election.

10. All applications for admission to the INSTITUTE shall be made for the grade of Associate, in a form prescribed by the Board of Directors, and shall refer to at least three (3) Members or Associates. In applying for admission to the INSTITUTE as Associate, any person may also apply at the same time for immediate transfer to the grade of Member. Such

application for transfer may also be made at any time subsequent to election as Associate.

11. An application for transfer from the grade of Associate to that of Member shall be made in a form prescribed by the Board of Directors, and shall embody a full record of the general technical education of the candidate and of his professional career. It shall be signed by the applicant and shall refer to at least five Members who know him personally and are familiar with his work. Each of these references shall be requested by the Secretary to fill out a prescribed confidential form, to be addressed to the Board of Directors. No such applications for transfer shall be considered until at least five favorable replies have been received. The Board of Directors, or the Board of Examiners, in the event of failure of replies or receipt of unfavorable replies, may call upon the applicant to furnish additional names. Should an applicant for transfer certify that he is not personally known by five Members, the Board of Examiners may accept, for the deficiency, references to professional engineers of standing.

12. The reference to Members to whom an applicant is personally known may be waived in case of foreign applications; but the applicant shall in that case refer to at least two professional engineers of recognized standing.

13. The Secretary shall issue at stated intervals to each Member and Associate whose address is known, a list of new applications for admission to the INSTITUTE, with the request that the Members and Associates make written communication to the Board of Directors, in case of objection to any of the candidates named. The Board of Directors shall not act upon any name until at least twenty days after the date of issue of said list.

14. All elections as Associates, and transfers to the grade of Membership, shall be by vote of the Board of Directors; two negative votes shall exclude a candidate.

15. The Board of Directors may refuse to elect or transfer any applicant whose character, reputation or professional conduct would make him, in the opinion of the Board of Directors, an undesirable member.

16. A member of any grade in the INSTITUTE may resign his membership by a written communication to the Secretary, who shall present the same to the Board of Directors; whereupon, if all his dues and other indebtedness have been paid, as

provided in the Constitution and By-Laws, his resignation shall be accepted.

17. Upon the written request of ten or more Members or Associates that, for cause stated therein, a Member or Associate of the INSTITUTE be expelled, the Board of Directors shall consider the matter, and if there appears to be sufficient reason, shall advise the accused of the charges against him. He shall then have the right to present a written defence, and to appear in person or by duly authorized representative before a meeting of the Board of Directors, of which meeting he shall receive notice at least twenty days in advance. Not less than two months after such meeting, the Board of Directors shall finally consider the case, and if in the opinion of the Board of Directors a satisfactory defence has not been made, and the accused member has not in the meantime tendered his resignation, he shall be expelled.

ARTICLE IV.

DUES.

18. The entrance fee, payable on admission to the INSTITUTE shall be five (5) dollars. A fee of ten (10) dollars shall be paid on transfer to the grade of Member, which shall include the fee for a diploma.

19. The annual dues shall be fifteen (15) dollars for Members and ten (10) dollars for Associates.

20. Honorary Members shall be exempt from all payments.

21. Persons elected after any portion of the fiscal year shall have expired, shall pay dues pro rata for the unexpired quarters of that fiscal year.

22. A Member or Associate in good standing, by the single payment of two hundred (200) dollars, in addition to his entrance fee, shall become exempt from all future payments for dues or transfer fee. The money thus paid shall be invested as a special fund, to be known as the "Life Membership Fund," from which there shall be taken out and appropriated for the general expenses of the INSTITUTE each year until the death or resignation of said Member or Associate, the sum of ten (10) dollars. Upon the death or resignation of any such Member or Associate, the residue from said payment, including the interest thereon, remaining in the said fund, shall be transferred to the general fund of the INSTITUTE.

23. A Member or Associate who has been dropped as delinquent may be reinstated by the Board of Directors upon payment of all back dues, retaining his original date of election; and shall be entitled to a complete file of the published TRANSACTIONS corresponding with said payment, provided the same are available.

ARTICLE V.

OFFICERS.

24. The officers of the INSTITUTE shall be a President, six Vice-Presidents, twelve Managers, a Secretary, and a Treasurer, who shall hold office as follows:

25. The President, the Secretary, the Treasurer, for one year, the Vice-Presidents for two years, and the Managers for three years. The President, Vice-Presidents and Managers, shall not be eligible for immediate re-election to the same office. A Vice-President shall not be eligible for immediate election to the office of Manager. At each Annual Meeting, the President, three Vice-Presidents, four Managers, the Secretary and the Treasurer shall be elected in the manner prescribed below, and their terms of office shall commence on the first of August next succeeding their election.

26. The terms of the Officers elected at the Annual Meeting at which this constitution is adopted, shall begin on the fourth Friday in September following, instead of on the first of August, as provided in Section 25.

27. A vacancy in the office of President shall be filled by the senior Vice-President; a vacancy in the office of Vice-President shall be filled by the senior Manager. Seniority between officers of same rank and date of election shall be determined by the date of their election as Associates. All other vacancies shall be filled by the Board of Directors for the unexpired term. Such succession to office or appointment by the Board of Directors shall not render an officer ineligible for immediate election to the same office.

28. No officer shall receive, directly or indirectly, any salary, compensation or emolument from the INSTITUTE, either as such officer or in any other capacity, unless authorized by a vote of a majority of the entire Board of Directors.

29. No officer shall be interested, directly or indirectly, in any contract relating to the operations conducted by the

INSTITUTE, nor in any contract for furnishing supplies thereto, unless expressly authorized by the By-laws or by the unanimous vote of the members of the Board of Directors present at any meeting.

ARTICLE VI.

ELECTION OF OFFICERS.

30. During the first week in February of each year, the Secretary shall mail or deliver to each Member and Associate of the INSTITUTE, a list of all Members and Associates, together with a form showing the offices to be filled at the ensuing annual election in May, and containing the names of the incumbents and a copy of sections 30 and 31 of this Article, with the request that nominations be made for the various offices to be filled. These nominations shall not be signed, and shall be enclosed in an envelope, identified on the face by the name of the sender and mailed to the Secretary. To be considered, nominations must reach the Secretary prior to March first. The nomination ballots shall be counted and canvassed by the Committee of Tellers appointed as provided in Sections 34 and 35.

31. The Committee of Tellers shall submit to each member of the Board of Directors prior to the March meeting, a classified list of all nominations received, from which the Board of Directors shall prepare, during the month of March, a complete ticket, to be headed: "Directors' Nominees," containing the names of those whom the Board of Directors deem best suited for the offices falling vacant; provided that upon the request of two Directors at the meeting at which the "Directors' Nominees" ticket is prepared, the name of a second nominee for President shall be placed on the ticket, selected from the four names receiving the highest number of nomination votes for President, and provided further, that upon the request of two Directors at the same meeting, the names of one or more additional nominees for Vice-President, and upon like request, the names of one or more additional nominees for Manager shall be placed upon the ticket. The names on the Directors' Nominees ticket shall be listed in the order of the number of nomination votes received, beginning with the highest number. This ticket shall be printed on the same sheet with a second list, headed "General Proposal List," containing all the eligible names pro-

posed, and the number of votes cast for each; provided that no name shall appear which shall not have received at least three per cent. of the entire number of votes cast.

32. The voting for officers shall be restricted to the names of the "Directors' Nominees" and the names on the General Proposal List provided for in section 31 of this Article. This List, together with an envelope on which shall be printed the title of the INSTITUTE, the name and address of the Secretary and the words "Official Voting Envelope—Enclosing a Ballot Only," shall be mailed by the Secretary not later than the first day of April, to every Member and Associate, together with a copy of sections 32 and 33 of this Article; provided that any qualified Member or Associate not having a ballot and envelopes shall be entitled to obtain them from the Secretary at any time before the first day of May.

33. All names voted for shall be written, printed or otherwise marked on a single ticket or ballot, which shall be enclosed in a sealed, unmarked and unidentified inner envelope of any suitable character, which shall in turn be enclosed either in the "Official Voting Envelope" (received from the Secretary), or any other envelope, marked on its face, "Non-Official Voting Envelope—Enclosing a Ballot Only." The outer envelope of either class shall be identified by the name of the sender on its face, shall be sealed, and in order to be counted, shall reach the Secretary not later than the first day of May. The Secretary shall preserve, unopened, for ninety days, all ballots received after the first day of May.

34. The President, at the Directors' meeting to be held in February, shall appoint, subject to the approval of the Board of Directors, five Members or Associates, not members of the Board of Directors, to constitute the Committee of Tellers; should this Directors' meeting not be held, the President, previous to the twenty-first of February, shall appoint this Committee by letter to the Secretary, who shall notify the members thereof.

35. Any Member or Associate who shall deliver to the Secretary on or before the first day of March, a written petition signed by at least twenty Members or Associates, stating their desire that he be a member of the Committee of Tellers, shall also be a member of that Committee; provided that the aforesaid signatures shall not have appeared on another similar petition.

36. The Committee of Tellers shall meet at the office of the INSTITUTE as soon after the first day of May as possible, and shall receive, unopened, all ballots from the Secretary, who shall also make to it a written report of the number of ballots received on and before, and after, the first day of May. It shall forthwith proceed, in secret, to count the vote, and shall prepare and sign in duplicate a report of the results of the vote, which shall be sealed, and of which one copy shall forthwith be filed with the Secretary, and of which the other copy shall remain in possession of the Chairman of the Committee who shall hand this report to the presiding officer at the ensuing Annual Meeting. In the absence of this report by the Chairman of the Committee, the Secretary shall produce the duplicate copy, and hand the same to the presiding officer of the meeting. The presiding officer shall cause the report to be read at the first session of the Annual Meeting and shall declare duly elected the eligible persons receiving the greatest number of votes for the respective offices.

ARTICLE VII.

MANAGEMENT. DUTIES OF OFFICERS AND COMMITTEES.

37. The affairs of the INSTITUTE shall be managed by a Board of Directors under this Constitution and the general provisions of the laws under which it is incorporated. The Board of Directors shall consist of the President, two Junior Past-Presidents, the Vice-Presidents, the Managers, the Secretary and the Treasurer.

38. The Board of Directors shall have such powers and duties as are prescribed by statute for a Board of Directors.

39. The Board of Directors shall direct the investment and care of the funds of the INSTITUTE, shall make appropriations for specific purposes, shall pass upon all applications for admission or for transfer, shall act upon all questions of expulsion of members, shall appoint all employees and fix their salaries, and in general shall direct the business of the INSTITUTE, either itself or through its officers and committees.

40. The Board of Directors shall prepare and adopt a series of By-Laws which shall govern its procedure and that of the Committees, under this Constitution. Such By-laws shall be adopted or may be amended by a concurring vote of not less than twelve (12) members of the Board of Directors; provided,

that the text of a proposed By-law or amendment shall be furnished to each member of the Board of Directors at least ten days before the meeting at which a vote on the same will be taken.

41. The President shall have general supervision of the affairs of the INSTITUTE, under the direction of the Board of Directors. He shall preside at the meetings of the INSTITUTE, and of the Board of Directors at which he may be present, and shall be *ex-officio* member of all committees. He shall deliver an address at the Annual Convention. The Vice-Presidents, or in their absence, the Managers, in order of seniority, shall preside at meetings of the INSTITUTE and the Board of Directors in the absence of the President, and shall discharge his duties in case of a vacancy in the office. The President shall appoint the standing committees of the INSTITUTE. He may also appoint special committees from time to time.

42. The Secretary shall be the executive officer of the INSTITUTE under the direction of the President and the Board of Directors. He shall attend all meetings of the INSTITUTE and of the Board of Directors, and record the proceedings thereof. He shall collect and deposit, subject to the order of the Treasurer, all moneys due the INSTITUTE, reporting such deposit to the Treasurer, who shall receipt for the same. He shall personally certify the accuracy of bills or vouchers on which money is to be paid, and shall draw and countersign all checks, and these shall be signed by the Treasurer when such drafts are known to him to be proper, and duly authorized by the Finance Committee and in accordance with warrants executed by the Secretary. He shall have charge of the books and accounts of the INSTITUTE. He shall present annually to the Board of Directors a balance sheet, and from time to time shall furnish such statements as may be required. He shall conduct the correspondence of the INSTITUTE, and shall keep full records. He shall be in responsible charge, under the President and the Board of Directors, of all the property of the INSTITUTE. He shall, with the approval of the Board of Directors, employ such clerical force as may be necessary and shall be responsible for the work of all employees of the INSTITUTE. He shall perform such other duties as may be assigned to him. His entire time must be devoted to the affairs of the INSTITUTE, unless otherwise authorized by the Board of Directors. He

shall be paid a salary to be fixed by the vote of a majority of the entire Board of Directors.

43. The Treasurer and the Secretary shall invest such funds as may be ordered by the Board of Directors. They shall also pay bills when audited by the Finance Committee and approved by the Board of Directors. The Treasurer shall make an annual report and such other reports as may be prescribed.

44. The Board of Directors may delegate any or all of its powers to an Executive Committee of seven members, consisting of the President, the Secretary, and the Treasurer, *ex-officio*, and four other members of the Board of Directors, which committee shall conduct the affairs of the Board of Directors between its meetings.

45. The Board of Directors or the Executive Committee (subject to the direction of the Board) may at any time authorize any officer, director, or other person to perform any acts or functions, which in the Constitution or By-laws may be prescribed to be performed by any specified officer or other person, whenever by reason of death, absence, disability or other cause, sufficient ground therefor shall appear to the Board or Executive Committee.

46. The Standing Committees to be appointed by the President as specified in section 41 shall be the following:

A Finance Committee of three members.

A Library Committee of five members.

A Meetings and Papers Committee of five members.

An Editing Committee of three members.

A Board of Examiners of five members.

A Sections Committee of five members.

A Standards Committee of nine members.

A Code Committee of seven members.

A Law Committee of five members.

The Board of Directors may appoint auxiliary members to any committee. The members of the Finance Committee shall all be members of the Board of Directors. All other standing committees shall include at least one member of the Board of Directors. All members of the Board of Examiners shall be Members of the INSTITUTE. All committees shall be directly responsible to the Board of Directors, and shall act under its directions. The Board of Directors may, at any time, at its own discretion, remove any or all members of any

committee and appoint others. The terms of the members of all standing and special committees shall terminate at the close of the first meeting of the Board of Directors following the Annual Meeting.

47. All official communications of committees to the Board of Directors shall be made through the Secretary unless otherwise specially ordered by the Board of Directors.

48. In addition to the duties and powers hereinafter ascribed to committees, these committees shall perform such other duties, and shall have such other powers, as may be specified in the By-laws, or as may be delegated to them by the Board of Directors.

49. The Finance Committee shall have direct supervision of the financial affairs of the INSTITUTE. It may employ an expert accountant to assist in auditing the accounts. It shall approve all bills before payment, and shall make recommendations to the Board of Directors regarding the investment of moneys, and all specific appropriations. No payments other than for routine office expenses shall be made by the Secretary or Treasurer except upon the authorization of the Finance Committee.

50. The Library Committee shall have general supervision of the Library of the INSTITUTE. The committee shall make recommendations to the Board of Directors with reference to the Library, and shall direct expenditures for books or other articles for the same, of such sums as may be appropriated for these purposes.

51. The Meetings and Papers Committee shall arrange for the meetings of the INSTITUTE, and for the preparation and discussion of the papers to be presented before the INSTITUTE. The committee shall decide all questions regarding the acceptance or rejection of any paper submitted for presentation before the INSTITUTE, and all questions regarding the publication of papers presented before the INSTITUTE or any of its Sections.

52. The Editing Committee shall edit all discussions of the papers presented at any meeting of the INSTITUTE, and all communications in reference thereto, and shall decide all questions regarding the publication of discussions and communications in the PROCEEDINGS and TRANSACTIONS of the INSTITUTE or otherwise.

53. The Board of Examiners shall pass upon the qualifica-

tions of all applicants for election or for transfer, whose applications have been received by the Secretary, and which are in conformity with Sections 10, 11, and 12 of Article 3, and it shall report its findings to the Board of Directors for action.

54. The Sections Committee shall have the general supervision and management of the Sections and Branches of the INSTITUTE. The committee shall confer with the Section and Branch officers, and it shall consider, investigate, and make reports and recommendations to the Board of Directors for action upon all matters regarding or involving the interests and the welfare of Sections and Branches, or the relations between these organizations and the INSTITUTE.

55. The Standards Committee shall consider and investigate all matters relating to units and standards appertaining to or applicable in electrical engineering and in the allied arts and sciences. The Committee shall make reports and recommendations to the Board of Directors for action thereon.

56. The Code Committee shall consider and investigate all matters relating to the formulation of rules for the protection of persons and property against fire and other hazards in connection with electrical installations and equipments, and shall confer with similar committees of other bodies regarding the same. The Committee shall make reports and recommendations to the Board of Directors for action thereon.

57. The Law Committee shall consider and investigate all matters relating to the Constitution and By-laws of the INSTITUTE, the duties and jurisdiction of its officers and committees, its legal status and responsibilities and like legal and cognate questions; also all other matters referred to it by the Board of Directors, the President or the Secretary. The Committee shall make reports and recommendations to the Board of Directors for action thereon. The Committee may consult legal and technical counsel with reference to any question before it.

58. The Board of Directors may, at its discretion, appoint Local Honorary Secretaries to represent the INSTITUTE in foreign countries. Such appointments shall be made for a period of two (2) years and may be renewed.

59. The following numbers shall constitute a quorum of the Board of Directors:

For all business prescribed by statute for a Board of Directors

—twelve members or such larger number as the statute may require.

For expulsion of Members—fifteen members.

For all other business—five members.

60. Unless otherwise specifically provided in this Constitution, the action of the Board of Directors shall, in all cases, be determined by the concurring vote of a majority of the members present, providing there exists the quorum required for the particular business.

ARTICLE VIII.

MEETINGS

61. The Annual Meeting of the INSTITUTE shall be held in the city of New York, beginning on the third Tuesday in May, when a report of the proceedings of the INSTITUTE for the past fiscal year shall be furnished by the Board of Directors. This report shall be verified by the President, Treasurer and Secretary and approved by the Board of Directors. It shall show: the whole amount of real and personal property owned, where located, where and how invested; the amount and nature of the property acquired during the past fiscal year and the manner of its acquisition; the amount applied, appropriated or expended during the year, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made; the names and places of residence of persons who have been admitted to membership in the INSTITUTE during such year; and all other facts bearing upon the status of the INSTITUTE. This report shall be filed with the records of the INSTITUTE and an abstract thereof entered in the minutes of the Annual Meeting. The reports of all officers and of the standing committees shall be presented at the Annual Meeting, and the vote for officers for the ensuing year shall then be announced. In addition to the above, professional papers and the discussions thereof arranged for by the Meetings and Papers Committee may be presented, and any other business may be brought before and transacted, at this meeting.

62. There shall be held outside the city of New York not later than August first an Annual Convention of the INSTITUTE, for the presentation and discussion of professional papers, and for the transaction of other business not affecting the organization or policy of the INSTITUTE. All questions affecting the

organization or policy of the INSTITUTE may be brought up for discussion at this Convention, and may be referred by a majority vote to the Board of Directors, with recommendations. The time and place of such Convention shall be fixed by the Board of Directors.

63. Special meetings of the INSTITUTE for the transaction of business may be called by the Board of Directors at any time, by written notice stating the specific object thereof mailed to each Member and Associate at least thirty (30) days prior to the date of said meeting.

64. Other meetings of the INSTITUTE may be held at such times and places as the Board of Directors shall select, at which no business affecting the organization or policy of the INSTITUTE shall be transacted. Notice of all meetings specified in this Article of the Constitution shall be sent by mail, or otherwise, to all Members and Associates, at least ten days in advance.

ARTICLE IX.

INSTITUTE SECTIONS AND BRANCHES.

65. Whenever, in the judgment of the Board of Directors, a sufficient number of Members and Associates shall petition, in writing, these members may form, subject to the Constitution and all By-laws and regulations which may be hereafter prescribed by the Board of Directors a Section organization for the purpose of more effectually carrying out the aims of the INSTITUTE.

66. Any Member or Associate may become a member of such Section, but a Member or Associate shall be entitled to vote, or hold office, in one Section only.

67. The officers of each Section shall consist of a Chairman, a Secretary, and such other officers as each Section may find desirable. These officers shall be elected by the votes of the Members and Associates of that Section, in the manner provided in the Section By-laws. The election of any Member or Associate as a Section officer, shall not debar him from election or appointment to any other office in the INSTITUTE.

68. The Chairman of the Section shall perform the duties usually devolving upon the Chairman of any organization, and in addition shall be *ex-officio* a member of the Sections Committee of the INSTITUTE. He shall have the privilege

of appearing before the Board of Directors at any meeting, on giving due notice of his intention to do so, for the purpose of conference with the Board of Directors, in regard to any matters pertaining to the affairs of the INSTITUTE in his Section. The Chairman shall perform such other duties and shall have such others powers as may be delegated to him by the Board of Directors.

69. The Secretary shall report the Proceedings of the Section to the Secretary of the INSTITUTE; he shall, in general, discharge the duties of a Secretary both to the Section itself and in its relation to the INSTITUTE; he shall perform such other duties as may be prescribed in the Section By-laws, or in the By-laws of the INSTITUTE, or delegated to him by the Board of Directors.

70. Each Section may have the privilege of being represented at the Annual Convention, by an official delegate, who shall be the Chairman of that Section, or, in his absence or inability to attend, by an alternate delegate selected by the Section. The official delegate attending the Annual Convention may have his expenditures for transportation refunded by the INSTITUTE, as provided in the By-laws.

71. The Sections may hold meetings at such times and places as may be determined by their officers, for the purpose of carrying on their work.

72. Any Section may adopt for its own government such By-laws to be known as "Section By-laws" as it may find expedient, provided that no provision thereof shall be incompatible with the Constitution or the By-laws of the INSTITUTE.

73. University Branches may be formed and Student meetings may be held as provided in the By-laws.

74. Sections and Branches may be dissolved in the manner specified in the By-laws for failure to comply with the Constitution and By-laws of the INSTITUTE.

ARTICLE X.

GENERAL.

75. A quorum of the INSTITUTE at the annual Meeting shall consist of not less than five per cent. of the total number of Members and Associates, present in person or by proxy. The same number shall constitute a quorum for the transaction of

business at the Annual Convention and at special meetings called as provided in section 63.

76. Every Member or Associate entitled to vote at any meeting may so vote by proxy, signed by the Member or Associate and filed with the Secretary before the meeting at which it is to be voted. No proxy shall be valid after the expiration of eleven (11) months from the date of its execution, unless the Member or Associate executing it shall have specified therein the length of time it is to continue in force, which shall be for some limited period. Every proxy shall be revocable at the pleasure of the person executing it.

77. The Committee of Tellers named in Article VI., sections 34-35, shall be considered a proxy committee for the definite purpose of formally voting, at the annual election, letter ballots named in Article VI., sections 32-33, and canvassed by them as stated in section 36.

78. The fiscal year of the INSTITUTE shall terminate with the thirtieth day of April.

ARTICLE XI.

AMENDMENTS.

79. Amendments to this Constitution may be proposed by means of a petition signed by not less than one hundred (100) Members or Associates and received by the Secretary not later than February first; or by means of a Resolution adopted by the Board of Directors not later than February first. Such proposed amendment or amendments shall be submitted to legal counsel by the Board of Directors, and if, in the opinion of such counsel, they are in accordance with the laws under which the INSTITUTE is organized, a copy shall be mailed, with a letter ballot, to each Member and to each Associate, not less than sixty (60) days before the Annual Meeting.

80. Votes, to be considered, shall be received by the Secretary not later than one week before the Annual Meeting. The Secretary shall hand these votes unopened to the Committee of Tellers, which shall count such votes and make a sealed report to the Board of Directors in duplicate, of which one copy shall forthwith be filed with the Secretary, and of which the other copy shall remain in possession of the Chairman of the Committee, who shall hand this report to the presiding officer at the annual meeting. In the absence of this report by the

Chairman of the Committee the Secretary shall produce the duplicate copy and hand the same to the presiding officer of the meeting. The presiding officer shall then cause the report to be read. If the total vote be not less than thirty per cent. (30%) of the total membership of the INSTITUTE, and if seventy-five per cent. (75%) or more of all the Members and Associates voting shall declare themselves in favor of the proposed amendment or amendments, the same shall become a part of the Constitution.

81. Amendments shall take effect thirty (30) days after their adoption, but officers of the INSTITUTE at the time any amendment becomes effective shall continue in office until the end of the terms for which they were elected.

82. The Secretary shall print copies of the amendments as soon as practicable after adoption, and distribute the same to Members and Associates.

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